



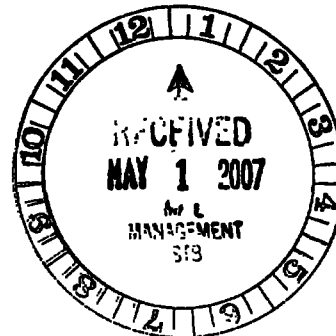
CORPORATION SERVICE COMPANY

RECORDATION NO. 22165-E FILED

MAY 01 '07

2-28 PM

SURFACE TRANSPORTATION BOARD



April 30, 2007

Karen January  
Surface Transportation Board  
Recordation Office  
395 East Street SW  
Washington, DC 20423  
202-245-0401

RE: 875188/005

Dear Karen:

Please process the enclosed documents for the service indicated below:

**COMMIT DATE: 05/07/2007**

**PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.**

**Secondary STB Filing**

A check is enclosed in the amount of \$34.00 to: Surface Transportation Board

**Mailing instructions:**

Forward the acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

**Special instructions:**

**Lessee:**

Amoco Chemicals Company  
BP, 150 West Warrenville Road  
MC605-2W  
Naperville, IL 60563

**Lessor:**

The CIT Group/Equipment Financing, Inc.  
30 S Wacker Drive, Suite 3000  
Chicago, IL 60606

Thank you for your assistance in this matter.  
Sincerely,

April O'Shea 1-800-995-5071 ext. 3813  
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 4 day of APRIL, 2007, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 S. Wacker Dr., Ste. 3000, Chicago, IL 60606 (the "Lessor"), and BP AMOCO CHEMICAL COMPANY, as successor in interest to AMOCO CHEMICALS COMPANY an Illinois corporation, with an address at BP, 150 West Warrenville Road – MC605-2W, Naperville, IL 60563 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of February 22, 1999 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on May 17, 1999 and given Recordation Number 22165.

WHEREAS, the Parties have entered in to an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: JM Keasling  
Name: JM KEASLING  
Title: SVP - Leasing

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

BP AMOCO CHEMICAL COMPANY

By: Michael Schopler  
Name: Michael Schopler  
Title: Logistics Manager

Schedule A

Number of Cars		Equipment Description
1		19,000 through 21,000 gallon capacity tank cars, exterior coiled, insulated, 4 compartments
1	HDSX	24028